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FILED
01 MAR 30 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Peter Makris
2110 Drew Street
Clearwater, FL 33765

March 22, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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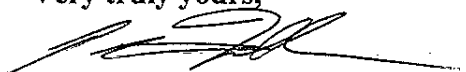
Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent/Registered Office for Rodie's Country Cook'n, Inc. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation and return the articles back to the address below:

Peter Makris
2110 Drew Street
Clearwater, FL 33765

If there are any questions, or you are having problems filing the Articles, please call me at (727) 446-0000.

Very truly yours,



Peter Makris

NO COPY

J. BRYAN APR - 4 2001

ARTICLES OF INCORPORATION
OF
RODIE'S COUNTRY COOK'N, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Corporation.

ARTICLE I. NAME

The name of the corporation shall be:

Rodie's Country Cook'n, Inc.

The principal place of business of this corporation shall be:

914 S. Pinellas Avenue, Tarpon Springs, Florida 34689. The mailing address of this corporation shall be: 914 S. Pinellas Avenue, Tarpon Springs, Florida 34689.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock have \$1.00 per value share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have **two directors and officers**, initially. The names and addresses of the initial directors and officers who shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed are:

Peter A. Retsos
President

1485 East Lake Woodlands Pwy
Oldsmar, FL 34677

Angeline Retsos
Secretary

1485 East Lake Woodlands Pwy
Oldsmar, FL 34677

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Peter A. Retsos

1485 East Lake Woodlands Pwy
Oldsmar, FL 34677

IN WITNESS WHEREOF, the undersigned incorporator has executed these

Articles of Incorporation this 26th day of MARCH, 2001.

Signature of Incorporator

Peter A. Retso
Incorporator

STATE OF FLORIDA

COUNTY OF PASCO

THE FOREGOING instrument was acknowledged and sworn to before me

this 26th day of MARCH, 2001, Peter A. Retso, of

Rodie's Country Cook'n, Inc.

Notary Public



Theresa Makris
My Commission Expires: 9/30/01

CERTIFICATE DESIGNATING

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Rodie's Country Cook'n, Inc.

2. The name and address of the registered agent and office is:

Name: **Peter A. Retzos**

Address: **1485 East Lake Woodlands Parkway**

City: **Oldsmar**

State: **Florida**

Zip: **34677**

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SIGNATURE Peter A Retzos
(Corporate Officer)

TITLE: _____ **PRESIDENT**

DATE: 3/26/01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE Peter A Retzos

DATE: 3/26/01